

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

IN RE CITIGROUP INC.  
SECURITIES LITIGATION

No. 07 Civ. 9901 (SHS)

**ECF Case**

**NOTICE OF FILING OF SECOND AMENDMENT TO  
STIPULATION AND AGREEMENT OF SETTLEMENT**

PLEASE TAKE NOTICE that the parties hereby file their Second Amendment to Stipulation and Agreement of Settlement dated July 24, 2013, which memorializes changes specified at the Court's July 23, 2013 conference. A copy of the parties' Second Amendment to Stipulation and Agreement of Settlement is attached hereto as Exhibit A.

Dated: July 24, 2013

Respectfully Submitted,

**KIRBY McINERNEY LLP**

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# **EXHIBIT A**

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE CITIGROUP INC.  
SECURITIES LITIGATION

07 Civ. 9901 (SHS)

ECF Case

**SECOND AMENDMENT TO STIPULATION  
AND AGREEMENT OF SETTLEMENT**

Plaintiffs, by and through their undersigned attorneys, Lead Class Counsel, Kirby  
McInerney LLP, and defendants, by and through their undersigned attorneys, Paul, Weiss,  
Rifkind, Wharton & Garrison LLP, hereby agree to the following amendment to the parties'  
Stipulation and Agreement of Settlement, dated August 28, 2012 as amended on October 18,  
2012 (the "Settlement Agreement"):

Paragraph 1(cc) of the Settlement Agreement is hereby amended to read as follows:

(cc) "Released Claims" means:<sup>1</sup>

(i) with respect to the Citigroup Releasees, defined below, the release by  
Lead Plaintiff, Named Plaintiffs, Additional Proposed Named Plaintiffs and all  
Settlement Class Members, on behalf of themselves, their respective present and  
former parents, subsidiaries, divisions and affiliates, the present and former  
employees, officers and directors of each of them, the present and former  
attorneys, accountants, insurers, and agents of each of them, and the predecessors,  
heirs, successors and assigns of each, of all claims of every nature and  
description, known and unknown, arising out of or relating to investments in  
(including, but not limited to, purchases, sales, exercises, and decisions to hold)  
Citigroup common stock through April 18, 2008, inclusive, including without  
limitation all claims arising out of or relating to any disclosures, registration

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<sup>1</sup> Released Claims do not include, release, bar, waive, impair or otherwise impact any (i) claims asserted in the action styled *In re Citigroup Inc. Bond Litigation*, Master File No. 08 Civ. 9522 (SHS) (S.D.N.Y.), insofar as those claims are not asserted in connection with the purchase or acquisition of Citigroup common stock; (ii) contractual obligations arising out of a corporate merger or acquisition agreement pursuant to which Citigroup common stock was acquired; and (iii) claims relating to the enforcement of the Settlement. In addition, Released Claims do not release, bar or waive the claims for violation of Section 12(a)(2) of the Securities Act of 1933, 15 U.S.C. § 77l(a)(2), that have been asserted in *Brecher v. Citigroup Inc.*, No. 09 Civ. 7359 (SHS) (S.D.N.Y.), provided, however, that any amount received in the settlement of this Action by any member of the class in this Action who is also a member of the *Brecher* class shall be treated as a dollar for dollar offset against any damages claim asserted in *Brecher* that falls within the class period for this Action.

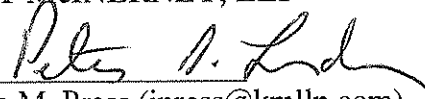
statements or other statements made or issued by any of the Citigroup Defendants concerning subprime-related assets, collateralized debt obligations, residential mortgage-backed securities, auction rate securities, leveraged lending activities, or structured investment vehicles, as well as all claims relating to such investments in Citigroup common stock asserted by or that could have been asserted by Plaintiffs or any member of the Settlement Class in the Action against the Citigroup Releasees, as defined below.

(ii) with respect to Lead Plaintiff, Named Plaintiffs, Additional Proposed Named Plaintiffs and all other Settlement Class Members, the release by the Citigroup Defendants of the Plaintiff Releasees, as defined below, from any claims relating to the institution or prosecution of this Action.

In all other respects, the Settlement Agreement, as previously amended on October 18, 2012, remains in full force and effect.

Dated: July <sup>24</sup> \_\_, 2013

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*Additional Settlement Class Counsel*

Dated: July 24, 2013

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